

# ***Bylaws of the Academy of Pediatric Physical Therapy Inc***

Adopted 1974

Amended in the spring of each of the following years:

1983, 1984, 1986, 1987, 1989, 1996, 1997, 1998, 2002, 2003, 2005, 2007, 2008, 2014, 2016, 2019

## **ARTICLE I. NAME AND RELATIONSHIP TO AMERICAN PHYSICAL THERAPY ASSOCIATION**

The name of this organization is the Academy of Pediatric Physical Therapy Inc, hereinafter referred to as the Academy, shall be a section of the American Physical Therapy Association, hereinafter referred to as the Association.

## **ARTICLE II. PURPOSE**

The purpose of the Academy shall be to provide a means by which Association members having a common interest in, Pediatrics may meet, confer, and promote these interests.

## **ARTICLE III. OBJECTIVES**

The objectives of the Academy shall be to:

- A. Fulfill the mission, vision, and values of the Academy.
- B. Fulfill the strategic plan of the Academy.
- C. Exercise any and all other rights, powers, and privileges conferred upon corporations by the terms and provisions of the Indiana Not-for-Profit Corporation Act of 1971, as amended.

## **ARTICLE IV. MEMBERSHIP**

### **Section 1: Categories and Qualifications of Members**

The Academy membership categories and qualifications for Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Student Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, Life Physical Therapist Assistant, Post Professional Student, and Student Physical Therapist Assistant shall be the same as those of the Association.

### **Section 2: Rights and Privileges of Members**

The rights and privileges of the Academy's members shall be identical to those established in the Association's bylaws. Physical Therapist Assistant, Retired Physical Therapist Assistant, and Life Physical Therapist Assistant shall have 1 vote on the Academy level.

### **Section 3: Application for and Admission to Membership**

The payment of Academy dues by members in good standing in the Association shall constitute application for and admission to Academy membership.

### **Section 4: Good Standing**

An individual member is in good standing within the meaning of these bylaws if the member is in good standing in the Association.

### **Section 5: Disciplinary Actions**

- A. Any member of the Academy who is suspended by the Association shall have his or her membership privileges suspended in the Academy. Any member who is expelled from membership in the Association shall be expelled from Academy membership.
- B. Any member of the Academy who fails to make timely payment of required Academy dues shall be expelled from Academy Membership.

## **ARTICLE V. SPECIAL INTEREST GROUPS**

### **Section 1: Special Interest Groups**

- A. Special Interest Groups shall:
  - 1. Be specified in the Academy's Policies and Procedures.
  - 2. Operate under bylaws or rules of order that shall not be inconsistent with Academy or Association bylaws and that shall be approved by the Academy Executive Committee.
  - 3. Not levy special assessments that carry punitive action or loss of good standing. The special interest group shall receive approval from the Academy Board of Directors prior to any special assessments levied by the special interest group.
- B. A special interest group of the Academy may be established and/or dissolved in accordance with the rules and conditions specified by the Academy's Policies and Procedures.

## **ARTICLE VI. MEETINGS**

### **Section 1: Annual Business Meeting**

An annual business meeting of the Academy membership will be held at the time and place of the Combined Sections Meeting of the Association or at another meeting, if so determined by the Academy's Board of Directors. Attendance is limited to Academy members and invited guests approved by the Academy Executive Committee.

### **Section 2: Special Meetings**

The President has the authority to call special meetings of the Academy membership. The President must call a special meeting upon petition in writing of 50% of the membership, and in such events, all members will be notified by mail or e-mail at least 60 days prior to the meeting.

### **Section 3: Quorum**

At any Academy business or membership meeting, a quorum shall consist of 25 members.

### **Section 4: Meeting Minutes**

All meeting minutes shall be submitted to the Association within 45 days of the date of the meeting.

## **ARTICLE VII. OFFICERS, EXECUTIVE COMMITTEE, BOARD OF DIRECTORS**

### **Section 1: Officers: Rights, Duties, Responsibilities**

- A. Composition: The officers of the Academy shall be the Executive Committee (President, Vice President, Secretary, and Treasurer)
- B. Duties:
  - 1. President shall:
    - a. Preside at all Board of Directors, Executive Committee, and Academy business meetings.
    - b. Prepare agendas for all Board of Directors, Executive Committee, and Academy business meetings.
    - c. Serve as the official spokesperson of the Academy.
    - d. Be an ex-officio member of all standard and special committees, except the Nominating and Elections Committee.
    - e. Submit an annual report of Academy activities to the Association per Association policy.
    - f. Appoint Academy committee and task force chairs, except the Nominating and Elections Committee.

2. Vice President shall:
  - a. Assist the Academy President in the discharge of the duties of that office.
  - b. In the absence of the President, assume the duties of the President.
3. Secretary shall:
  - a. Prepare rules of the House and keep minutes of the proceedings of all Board of Directors, Executive Committee, and Academy business meetings.
  - b. Distribute minutes from Board of Directors, Executive Committee, and Academy business meeting, and election results to Academy Board of Directors and the Association within 45 days following a meeting or election and to members in a timely manner.
  - c. Notify members of special meetings at least 60 days prior to the meeting dates.
  - d. Maintain records of official actions of the Board of Directors, Executive Committee, and Academy.
4. Treasurer shall:
  - a. Report in writing the financial status of the Academy at all business meetings.
  - b. Maintain complete and accurate financial records, which shall be audited by peer review and/or by a Certified Public Accountant.
  - c. Submit a proposed budget at the annual business meeting for adoption.

## **Section 2: Executive Committee**

- A. Composition: The Executive Committee shall consist of the officers of the Academy.
- B. Duties:
  1. Keep within the objects and functions of the Academy.
  2. Plan the affairs of the Academy.
  3. Review the President's proposed appointments of Academy committee and taskforce chairs.
  4. Review and approve bylaw editorial changes required as a result of Association bylaw mandates.
- C. Meetings:
  1. Regular Meetings: The Executive Committee shall meet not less than annually.
  2. Special Meetings: The President must call a special meeting of the Executive Committee upon request of 2 members of the committee and, in such event; members of the Executive Committee will be notified in writing or electronically at least 5 days prior to the meeting.
  3. Voting: When a decision is needed between meetings of the Executive Committee, voting may be conducted by in writing or electronically. A minimum return of 3 votes is required for a vote to be valid.
  4. Quorum: 3 members shall constitute a quorum.

## **Section 3: Board of Directors**

- A. Composition:
  1. The Executive Committee and 7 other elected Directors shall constitute the Academy's Board of Directors.
  2. Members of the Board of Directors shall assume office at the close of the Academy's business meeting. The term of office of each member of the Board of Directors shall be 3 years or until the election and installation of their successors. No member shall serve more than 4 complete consecutive terms on the Board of Directors or more than 2 consecutive terms in the same office. A complete term for a member of the Board of

Directors shall be defined as 3 years. Any officer who has served more than one-half a term in office shall be considered to have completed a full term.

**B. Duties:**

1. Keep within the objects and functions of the Academy.
2. Direct all business affairs for and on behalf of the Academy.
3. Foster the growth and development of the Academy.
4. Create standing committees.

**C. Meetings:**

1. Regular Meetings: The Board of Directors shall meet at least annually.
2. Special Meetings: The President shall call a special meeting of the Board of Directors upon request of 6 members of the Board of Directors, and in such event, members of the Board of Directors will be notified in writing or electronically at least 10 days prior to the meeting. When a decision is needed between meetings of the Board of Directors, voting may be conducted in writing or electronically. A minimum return of 6 votes is required for a vote to be valid.
3. Quorum: 6 members, with no fewer than 3 of these members being Executive Committee members, shall constitute a quorum.

**Section 5: Qualifications**

Only such members of the Academy as are provided for in the Association Bylaws, Article IV, Section 2, Sub-paragraph B. (3).b, who have been members in good standing for a period of at least 1 year immediately preceding their election and who have consented to serve, shall be eligible for election to office. Physical Therapist Assistants, Retired Physical Therapist Assistants, and Life Physical Therapist Assistants may hold office subject to the limitations specified in the Association Bylaws, Article V, Section 4, Sub-paragraph C.

**Section 6: Vacancies**

- A. In the event of a vacancy, due to resignation or failure to fulfill the duties, in the office of President, the Vice President shall succeed to the presidency for the unexpired portion of the term.
- B. In the event of a vacancy, due to resignation or failure to fulfill the duties, in the office of Vice President, Secretary, Treasurer, or Director, the Board of Directors shall appoint a member in good standing to serve the unexpired portion of the term.

**ARTICLE VIII. COMMITTEES/COUNCILS**

**Section 1: Finance Committee**

**A. Composition:**

1. The Finance Committee shall consist of the current Academy Treasurer, immediate past Treasurer, and 2 members appointed by the Board of Directors.
2. The Academy Treasurer shall chair the Finance Committee.
3. The immediate past President may not serve as appointee to the Finance Committee for at least 2 years following the end of the elected term.

- B. Duties:** The Finance Committee shall advise the Board of Directors on matters pertaining to expenditure, and investments; specific responsibilities are defined in the Academy's policies and procedures manual.

## **Section 2: Nominating and Elections Committee**

### **A. Composition:**

1. The Nominating and Elections Committee shall consist of 3 Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, or Life Physical Therapist Assistant members.
2. Members shall serve for a single 3 year term or until the election of his successor.
3. 1 member shall be elected each year prior to the annual business meeting. The elected member assumes office at the close of the Academy's business meeting.
4. In the event of a vacancy, due to resignation or failure to fulfill the duties, the Board of Directors shall appoint a member in good standing to serve the remainder of the term.

### **B. Duties:**

1. The senior member of the Nominating and Elections Committee shall serve as chair.
2. For election of Board members and members of the Nominating and Elections Committee, the committee shall prepare a list of 2 or more names, when possible, for each vacancy to be filled, and submit this draft slate to the Secretary for membership distribution 30 days prior to the election start date. Additional candidates may be submitted by petition if nominated by 2 members by mail or e-mail. Prior to slating a candidate, the committee will review their qualifications and ascertain their willingness to serve. The final slate will be distributed to membership prior to the election start date and shall include spaces for write-in votes.
3. The Nominating and Elections Committee will conduct elections by mail or electronic ballot and will report the results at the annual business meeting.
4. **PROVISO Special election:** A one-time special election shall be held to transition the Board of Directors from Regional Directors to Directors in Fall 2019. As part of this special election, Directors will be elected into staggered terms, with all 7 non-officer Directors beginning their terms in 2020 and 2 Director terms ending in 2021, 3 Director terms ending in 2022, and 2 Director terms ending in 2023.

## **Section 3: Appointed Committees**

Such other committees, standing or special, shall be appointed by the President, with the approval of the Executive Committee, as the Board of Directors deems necessary to carry on the work of the Academy.

## **ARTICLE IX. DELEGATES**

### **Section 1: Qualifications**

- A. The qualifications of Academy delegate shall be as stated in the Association's bylaws.
- B. An Academy delegate may not, in the same year, serve as a chapter delegate.
- C. The Academy shall notify Association headquarters of the name of the Academy delegate as required by the Association and the Standing Rules of the House of Delegates.
- D. The Academy must be represented in the House of Delegates at least every third year.

### **Section 2: Election and Term**

The Board of Directors shall appoint the Academy delegate at the Annual Conference of the Association for the following year.

### **Section 3: Duties of Delegates**

- A. To attend the annual and special meetings of the House of Delegates of the Association.

- B. To present to the House of Delegates such matters as are approved by the Executive Committee, the Board of Directors, and/or the voting body.

## **ARTICLE X. ELECTIONS**

The Board of Directors and members of the Nominating and Elections Committee shall be elected.

- A. Elections shall be conducted in accordance with the current edition of *Robert's Rules of Order Newly Revised*.
- B. Voting for Executive Committee and Board of Directors shall be by mail or electronic ballot. When 2 or more candidates seek office, the candidate with the plurality of votes cast shall be declared elected. In the case of a tie, there will be a run-off election to determine the winner.
- C. Results of the elections shall be reported to the membership at the Academy's business meeting and in Academy publications.
- D. Results of the elections shall be forwarded to Association headquarters within 45 days following their approval.
- E. A minimum ballot return of 50 is required for the election to become valid.

## **ARTICLE XI. FINANCE**

### **Section 1: Fiscal Year**

The fiscal year of the Academy shall be the same as that of the Association, January 1 through December 31.

### **Section 2: Limitation on Expenditures**

No director, employee, special interest group, task force, or committee shall expend any money not provided in the budget as adopted except by order of the Academy's Executive Committee. The Board shall not commit the Academy to any financial obligation in excess of its current financial resources.

### **Section 3: Dues**

- A. Dues shall be set by the Board of Directors on an annual basis, and shall not be inconsistent with Association bylaws.
- B. All dues shall be for the period specified in the Association bylaws and shall be payable following the Association's schedule.
- C. All dues changes approved by the Academy membership and the Association's Board of Directors before the Association's deadline will become effective on the first of the Association's next fiscal year.
- D. The Board of Directors may offer reduced rates for Academy dues as an incentive to promote membership.

### **Section 4:**

The Academy shall submit its annual financial statements, tax returns, and audit report to the Association when and as directed by Association headquarters.

## **ARTICLE XII. DISSOLUTION**

The Academy may be dissolved subject to conditions outlined in Association bylaws.

## **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Academy, in all cases in which they are applicable and in which they are not inconsistent with Bylaws and any rules of order adopted by the Academy.

#### **ARTICLE XIV. INDEMNIFICATION**

The Academy shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Academy and the indemnified officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

#### **ARTICLE XV. AMENDMENTS**

These bylaws may be amended at the Academy's annual business meeting by the affirmative vote of at least two-thirds of the voting members present and voting providing the following:

- A. Copies of all proposed amendments have been printed in the Academy's publication, posted electronically, or mailed to all Academy's members at least 30 days prior to the annual business meeting.
- B. If the intent of an amendment is editorial or to bring the Academy's bylaws into agreement with those of the Association, the amendment shall be made as required and shared with the Executive Committee and the Academy membership. Amendments to the Academy's bylaws become effective upon approval in writing by the Association's Board of Directors.

#### **ARTICLE XVI. ASSOCIATION AS HIGHER AUTHORITY**

In addition to these Academy bylaws, the Academy is governed by the Association's bylaws and Standing Rules, and by the Association's House of Delegates and Board of Directors policies.